

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1126.
FILED, JUNE 11th, 1964.

VAUZE MINES LIMITED (No Personal Liability)

Incorporated under the Full corporate name of Company
The Quebec Mining Companies
Act by Letters Patent dated May 30, 1961.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>Sale of 1,830,600 shares of the capital stock of the Company by The Consolidated Zinc Corporation of Canada Limited to J. Patrick Sheridan and Graham H. Duff for a total consideration of \$1,299,726, equivalent to 71 cents per share (in accordance with the terms of an agreement dated June 6, 1964, a copy of which is on file with the Toronto Stock Exchange.)</p> <p>Option held by The Consolidated Zinc Corporation of Canada Limited on shares in the capital stock of the Company assigned by Zinc to Messrs. Sheridan and Duff (See Item 6).</p> <p>Offer to be made by Messrs. Sheridan and Duff to all other shareholders of the Company to purchase their shares in the capital stock of the Company (See Item 20).</p>
2. Head office address and any other office address.	<p>Head Office - Suite 1660 - 1245 Sherbrooke St. W., Montreal, P.Q.</p> <p>Exec. Office - Suite 1100 - 335 Bay St., Toronto, Ont.</p>
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>Director and President - H. G. De Young, Fonthill, Ontario. President, Rio Algom Mines Limited (September 1963) and Atlas Steels Company Limited. Appointed President of Vauze Mines Limited June 8, 1964 to replace R. E. Stewart Green, resigned.</p> <p>Director and Vice-President and Managing Director - R. D. Lord, 51 Heathcote Avenue, Willowdale, Ontario. Professional Engineer (Mining). Managing Director, Milliken Uranium Mines Limited (until June 1960), Rix-Athabasca Uranium Mines Limited and Preston Mines Limited; in 1960 appointed General Manager of Mining (Copper) of Rio Algom Mines Limited, which position he now holds.</p> <p>Director - W. A. Arbuckle, 8 Chelsea Place, Montreal, Quebec. President, Arbuckle, Govett & Company Limited, Montreal, Quebec.</p> <p>Director and Secretary - G. Baker, Chartered Accountant. Secretary of The Rio Tinto Mining Company of Canada Limited and its associated companies, including Rio Algom Mines Limited (June 1960).</p> <p>Director - W. H. Glover, Jr., 69 Academy Street, Belleville, N.J., Executive. W. H. Glover, Inc., Atlantic Highlands, N.J.</p> <p>Director - W. B. Malone, 108 Inglewood Drive, Toronto, Ontario, Vice-President, Rio Algom Mines Limited.</p> <p>Director - Dr. Peter Price, 31 Rosedale Road, Toronto, Ontario, Chief Geologist of Noranda Mines Limited.</p> <p>Director - Dr. Carlton Street, 1228 West Lehigh Avenue, Philadelphia, Penn. Physician and Surgeon.</p> <p>Treasurer - K. Dunn, Chartered Accountant. Treasurer of mining companies associated with Rio Algom Mines Limited.</p> <p>At a meeting of the directors of the Company held on June 8, 1964, Mr. R. E. Stewart Green resigned as President and as a Director of the Company and Mr. J. A. Sadler resigned as a Director of the Company. These persons were replaced by Mr. H. George De Young as President of the Company and Messrs. W. B. Malone and G. Baker as Directors of the Company.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: 500,000 Redeemable Preferred Shares, par value \$1.00</p> <p>5,000,000 Common Shares, par value \$1.00</p> <p>Issued: 330,000 Redeemable Preferred Shares (all of which were redeemed in 1961)</p> <p>3,660,008 Common.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By agreement in writing made as of June 1, 1961 between the Company and The Consolidated Zinc Corporation of Canada Limited ("Zinc") as amended by a further agreement in writing made on September 1, 1962 between the same parties, the Company granted to Zinc the sole and exclusive option to purchase all or any part of 160,000 shares in the capital stock of the Company on or before September 30, 1964 at the rate of \$1 per share and all or any part of an additional 300,000 shares in the capital stock of the Company on or before September 30, 1965 at the rate of \$1.50 per share. The said options may be exercised in whole or in part at any time or from time to time prior to the expiration thereof by notice in writing from Zinc to the Company. Neither option has at the date hereof been exercised either in whole or in part. The rights of Zinc hereinbefore referred to are subject to a letter agreement dated January 17, 1956 between Zinc and Waite Amulet Mines, Limited, whereunder Zinc agreed to offer to Waite Amulet Mines, Limited 25% of any shares in the capital stock of the Company purchased by Zinc under the aforesaid option agreement.</p> <p>In the agreement dated June 8, 1964 between The Consolidated Zinc Corporation of Canada Limited (Zinc) and J. Patrick Sheridan and Graham H. Duff, Zinc agreed to assign to Messrs. Sheridan and Duff, on closing, its rights under the aforesaid option agreement as so amended and subject to the rights of Waite Amulet Mines, Limited.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>The Consolidated Zinc Corporation of Canada Limited (Zinc) is a wholly owned subsidiary of R.T.Z. Australian Holdings Limited a company incorporated under the laws of the United Kingdom whose business address is 6 St. James's Square, P.O. Box 133, London, S.W.1.</p> <p>Under the agreement referred to in Item 6 hereof Zinc has an option on certain shares in the capital stock of the Company.</p> <p>Under the agreement referred to in Item 1 hereof Zinc has agreed to assign its rights under the agreement referred to in Item 6 hereof to Messrs. Sheridan and Duff.</p>
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not applicable.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's future development plans will be a matter for decision of the Board of Directors. No immediate sale of treasury shares is contemplated.
10. Brief statement of company's chief development work during past year.	<p>Mining of the Company's claims in Dufresnoy Twp., Que. Exploration - Two projects.</p> <p>(1) 24 claims in Duprat Township, Quebec, owned by the Company.</p> <p>(2) 28 claims in Rainboth Township, Quebec, optioned from Baska Uranium Mines Limited.</p>
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Nil.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.

VAUZE MINES LIMITED
(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FOUR MONTHS ENDED APRIL 30, 1964

Funds Were Provided As Follows:-

Operations:

Net Profit for the period	\$ 3,951	
Add back amortization expense	<u>115</u>	\$ 4,066

Funds Were Applied As Follows:-

Additions to plant and equipment	<u>115</u>
Increase in Working Capital described below	<u>\$ 3,951</u>

	<u>December 31</u> <u>1963</u>	<u>April 30</u> <u>1964</u>
Current Assets	\$ 2,047,558	\$ 2,097,633
Current Liabilities	<u>80,476</u>	<u>126,000</u>
	<u>\$ 1,967,082</u>	<u>\$ 1,971,033</u>
Increase in Working Capital		\$ 3,951

ON BEHALF OF THE BOARD:

M. Prud'homme Director
G. B. B. B. Director

FINANCIAL STATEMENTS

VAUZE MINES LIMITED		BALANCE SHEET AS AT April 30, 1964	SCHEDULE BS
	This Month	Last Month	
CURRENT ASSETS:			
Cash	\$ 4,921	\$ 15,515	
Short Term Investments	1,699,876	1,689,876	
Accounts Receivable	37,168	24,303	
Prepaid Expenses	35,854	31,048	
Concentrates Shipped to Smelter (at market)	297,553	305,394	
Stores and Materials	22,261	20,904	
	<u>\$ 2,097,633</u>	<u>\$ 2,087,040</u>	
CURRENT LIABILITIES:			
Accounts Payable	\$ 23,475	\$ 32,798	
Refining and Treatment Charges Payable	55,826	56,848	
Accrued Charges and Provisions	8,299	9,068	
Quebec Mining Tax	39,000	43,982	
	<u>\$ 126,600</u>	<u>\$ 142,696</u>	
NET CURRENT ASSETS:	\$ 1,971,033	\$ 1,944,344	
MINING PROPERTY AND RELATED ASSETS - at cost to predecessor company at June 1, 1961 with subsequent additions at cost:			
Claims	\$ 140,000	\$ 140,000	
Plant and Equipment	775,917	775,802	
Preproduction and Development	1,282,251	1,282,251	
	<u>\$ 2,198,168</u>	<u>\$ 2,198,053</u>	
Less Depreciation and Amortization	-	-	
	<u>\$ 1,971,033</u>	<u>\$ 1,944,344</u>	
SHAREHOLDERS' EQUITY:			
Capital:			
Preferred shares of \$1.00 par value			\$ 3,660,008
Authorized shares			2,424,750
Issued and redeemed shares			<u>1,235,258</u>
Common shares of \$1.00 par value			251,537
Authorized shares			
Issued shares			
Less discount on shares			
Capital Surplus			
Retained Earnings:			
Balance, January 1, 1964			\$480,287
Profit			
Net Earnings per Schedule OS			<u>3,951</u>
			484,238
			457,549
ON BEHALF OF THE BOARD:			
<i>[Signature]</i> Director			
<i>[Signature]</i> Director			
			\$ 1,971,033
			\$ 1,944,344

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>1. The Consolidated Zinc Corporation of Canada Limited. 335 Bay Street, Toronto 1,830,600 shares</p> <p>2. Waite Amulet Mines Limited 1700 Bank of Nova Scotia Bldg. 44 King Street West, Toronto 500,000 shares</p> <p>3. William H. Glover 165 First Avenue Atlantic Highlands, N.J. 64,825 shares</p> <p>4. Mrs. Margaret Vanluven 47 Sydenham Street Kingston, Ontario 50,000 shares</p> <p>5. Eastern & Chartered Trust Company for shareholders of - Consolidated Vauze Mines Limited 625 Dorchester Blvd. Montreal, P.Q. 39,736 shares</p> <p>The Consolidated Zinc Corporation of Canada Limited beneficially owns its said shares in the capital stock of the Company. The Company does not know whether the other shareholders above referred to are the beneficial owners of their shares in the capital stock of the Company.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Consolidated Zinc Corporation of Canada Limited, Suite 1100 - 335 Bay Street, Toronto, Ontario.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Nil.
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p><u>Contracts.</u></p> <p>1. <u>Rio Algom Mines Limited</u> Management services contract for the calendar year 1964 at the annual rate of \$26,000.</p> <p>2. <u>Baska Uranium Mines Limited.</u> An option dated November 1, 1963 to purchase 28 claims in Rainboth Twp., Quebec, owned by Baska. Vauze buys 200,000 Baska treasury shares for \$25,000 to finance exploration. Contemplates a total programme of \$125,000 over three years, after which the option can be exercised on a further \$50,000 payment and incorporation of a company. Vauze to get an immediate 51% of the new company and a right to at least 70% of senior financing.</p> <p>3. <u>Consolidated Zinc Corporation of Canada Limited</u> By Agreement in writing made as of June 1, 1961 between the Company and The Consolidated Zinc Corporation of Canada Limited ("Zinc") as amended by a further agreement in writing made on September 1, 1962 between the same parties, the Company granted to Zinc the sole and exclusive option to purchase all or any part of 160,000 shares in the capital stock of the Company on or before September 30, 1964 at the rate of \$1 per share and all or any part of an additional 300,000 shares in the capital stock of the Company on or before September 30, 1965 at the rate of \$1.50 per share. The said options may be exercised in whole or in part at any time or from time to time prior to the expiration thereof by notice in writing from Zinc to the Company. Neither option has at the date hereof been exercised either in whole or in part.</p>
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>Nil. No primary distribution to the public at present or contemplated. Under the agreement between The Consolidated Zinc Corporation of Canada Limited and J. Patrick Sheridan and Graham H. Duff referred to in Item 1 hereof, Messrs. Sheridan and Duff have agreed to make an offer, within a period of 30 days after closing, to all other shareholders of the Company to purchase their shares in the capital stock of the Company at the same price of 71¢ per share.</p>

CERTIFICATE OF THE COMPANY

DATED June 10, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

VAUZE MINES LIMITED

"W.B. Malone" Per W.B. Malone CORPORATE SEAL
Director

"G. Baker" Per G. Baker Secretary & Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 206.
FILED, JUNE 11th. 1964.

VAUZE MINES LIMITED
(No Personal Liability)

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1126 dated June 10, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	The acquisition of a block of 1,830,600 shares of Vauze Mines Limited from The Consolidated Zinc Corporation of Canada Limited resulting in a change in control of the Company. See Schedule "A" on page 3.		
2. Head office address and any other office address.	The Executive Office of the Company is located at Suite 44, 38 King Street West, Toronto 1, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Office	Name and Address	Occupation
	Director and President	J. Patrick Sheridan, P.Eng. Suite 44, 38 King Street West, Toronto 1, Ontario.	Partner of Barclay & Crawford; Mining Geophysicist
	Director and Secretary	Graham H. Duff, Suite 44, 38 King Street West, Toronto 1, Ontario.	Presently General Manager of Sheridan Geophysics Limited; formerly President of Scope Exploration Limited and formerly employed by Sulmac Exploration Limited
	Director and Managing-Director	George Disler, P.Eng. Ph.D. Suite 44, 38 King Street West, Toronto 1, Ontario.	Presently Chief Geologist of Sheridan Geophysics Limited; formerly consulting geologist of C.C. Huston & Associates
	Director	Craig Stewart Esplen, 199 Rathburn Road, Islington, Ontario.	President of Skyline Pontiac-Buick Limited and Vice-President of Jiffy Foods Limited
	Director	W.H. Glover, Jr., 69 Academy Street, Belleville, New Jersey	Executive
	Director	Dr. Peter Price, 31 Rosedale Road, Toronto, Ontario.	Chief Geologist of Noranda Mines Limited
	Director	Dr. Carlton Street, 1228 West Lehigh Avenue, Philadelphia, Penn.	Physician & Surgeon
	Director	Douglas Campbell Woolley, Cobban, Woolley & Dale, 372 Bay Street, Toronto 1, Ontario.	Barrister

<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>By agreement in writing made as of June 1, 1961, between the Company and The Consolidated Zinc Corporation of Canada Limited ("Zinc") as amended by a further agreement in writing made on September 1, 1962, between the same parties, the Company granted to Zinc the sole and exclusive option to purchase all or any part of 160,000 shares in the capital stock of the Company on or before September 30, 1964, at the rate of \$1 per share and all or any part of an additional 300,000 shares in the capital stock of the Company on or before September 30, 1965, at the rate of \$1.50 per share. The said options may be exercised in whole or in part at any time or from time to time prior to the expiration thereof by notice in writing from Zinc to the Company.</p> <p>The rights of Zinc hereinbefore referred to are subject to a letter agreement dated January 17, 1956 between Zinc and Waite Amulet Mines Limited whereunder Zinc agreed to offer to Waite Amulet Mines Limited 25% of any shares in the capital stock of the Company purchased by Zinc under the aforesaid option agreement.</p> <p>By assignment of agreement dated June 12, 1964, Zinc assigned to North Canadian Enterprises Limited all its rights in the aforesaid agreement dated June 1, 1961, and as amended on September 1, 1962, subject to the rights of Waite Amulet Mines Limited as set out in the aforesaid letter agreement dated January 17, 1956.</p> <p>Neither option has at the date hereof been exercised either in whole or in part.</p>
<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p><u>North Canadian Enterprises Limited, Suite 44, 38 King Street, West, Toronto 1, Ontario, being a private Ontario company in which Mrs. J.P. Sheridan is the only person holding more than a 5% interest; Waite Amulet Mines Limited, Suite 1700, 44 King Street West, Toronto 1, Ontario, which is a wholly owned subsidiary of Noranda Mines Limited.</u></p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company will continue the operation of its mine located in Dufresnoy Township. It is also proposed that the Company will be operated as a basic exploration company carrying out prospecting and exploration in Canada and in the United States of America and that it will acquire mining properties of merit by way of staking, leases, option and other agreements. In addition, the Company's funds may be invested in the shares of other mining companies having similar objects.</p>

VAUZE MINES LIMITED

Amending Filing Statement

Schedule "A"

This amended filing statement is filed in respect of the following matters:

(a) The "change in control" of the Company resulting from the sale by The Consolidated Zinc Corporation of Canada Limited, 335 Bay Street, Toronto 1, Ontario, to J. Patrick Sheridan and Graham H. Duff ("Sheridan and Duff"), both of Suite 44, 38 King Street West, Toronto 1, Ontario, of 1,830,600 shares of the capital stock of Vauze Mines Limited ("the Company") at the price of 71¢ per share or for the total purchase price of \$1,299,726, pursuant to the terms of an agreement in writing dated June 8th, 1964, made between The Consolidated Zinc Corporation of Canada Limited, as vendor, and Sheridan and Duff, as purchasers.

(b) The change in the officers and the board of directors of the Company resulting from the aforesaid "change in control" the names and addresses and chief occupations of said officers and directors being set forth in paragraph 3 hereof.

(c) The assignment by Sheridan and Duff of the said 1,830,600 shares of the Company to the following:

<u>Name and Address</u>	<u>Number of Shares</u>
Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	1,000,000
North Canadian Enterprises Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	830,600

The Company is advised that J. Patrick Sheridan is the only person holding more than a 5% interest in Sheridan Geophysics Limited and Mrs. J. Patrick Sheridan is the only person holding more than a 5% interest in North Canadian Enterprises Limited.

<p>15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.</p>	<table> <thead> <tr> <th>Name</th><th>Number of Shares</th></tr> </thead> <tbody> <tr> <td>Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.</td><td>1,000,000</td></tr> <tr> <td>North Canadian Enterprises Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.</td><td>830,600</td></tr> <tr> <td>Waite Amulet Mines Limited, Suite 1700, 44 King Street West, Toronto 1, Ontario.</td><td>500,000</td></tr> <tr> <td>William H. Glover, Jr., 165 First Avenue, Atlantic Highlands, New Jersey.</td><td>64,825</td></tr> <tr> <td>Mrs. Margaret Van Luven, 47 Sydenham Street, Kingston, Ontario.</td><td>50,000</td></tr> </tbody> </table> <p>The Company advises that Sheridan Geophysics Limited and North Canadian Enterprises Limited are the beneficial owners of the shares above set out but the Company does not know whether or not any of the other above mentioned shareholders are the beneficial owners of the shares registered in their respective names.</p>	Name	Number of Shares	Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	1,000,000	North Canadian Enterprises Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	830,600	Waite Amulet Mines Limited, Suite 1700, 44 King Street West, Toronto 1, Ontario.	500,000	William H. Glover, Jr., 165 First Avenue, Atlantic Highlands, New Jersey.	64,825	Mrs. Margaret Van Luven, 47 Sydenham Street, Kingston, Ontario.	50,000
Name	Number of Shares												
Sheridan Geophysics Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	1,000,000												
North Canadian Enterprises Limited, Suite 44, 38 King Street West, Toronto 1, Ontario.	830,600												
Waite Amulet Mines Limited, Suite 1700, 44 King Street West, Toronto 1, Ontario.	500,000												
William H. Glover, Jr., 165 First Avenue, Atlantic Highlands, New Jersey.	64,825												
Mrs. Margaret Van Luven, 47 Sydenham Street, Kingston, Ontario.	50,000												
<p>16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.</p>	<p>Sheridan Geophysics Limited together with North Canadian Enterprises Limited are in a position, through their shareholdings in the Company, to materially affect control of the Company.</p>												
<p>19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.</p>	<p>Management Services contract with Rio Algom Mines Limited for the calendar year 1964 terminated as of June 12, 1964.</p>												
<p>20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.</p>	<p>(a) This amending statement is filed pursuant to the Rules and Regulations of the Toronto Stock Exchange in respect of the matters referred to in item 1, above, which the Company understands to be classed as a "material change".</p> <p>(b) Pursuant to one of the provisions of the agreement referred to in item 1, above, J. Patrick Sheridan and Graham H. Duff are required within 30 days after the closing of the purchase of 1,830,600 shares from The Consolidated Zinc Corporation of Canada Limited, to make an offer to all other shareholders of the Company to purchase their shares at the purchase price of 71¢ per share, payable upon acceptance and which offer is to remain open for a period of 30 days after the making thereof.</p> <p>(c) No shares of the Company are presently in the course of primary distribution to the public.</p> <p>(d) There are no other relevant material facts.</p>												

DATED June 12th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

VAUZE MINES LIMITED

"G.H. Duff"

"J.P. Sheridan"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO.234.
FILED,AUGUST 20th. 1964.

VAUZE MINES LIMITED (No Personal Liability)
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)
To be read in conjunction with Filing Statement No. 1126 dated June 10, 1964 and
Amending Filing Statement No. 206 dated June 12, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	The acquisition of certain properties; An agreement to underwrite certain shares in the capital stock of White Star Copper Mines Limited; change of head office address
2. Head office address and any other office address.	The Executive Office of the Company is located at Suite 1606, 4 King Street West, Toronto, Ontario.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Appendix "A" attached Page 2.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	See Appendix "A" attached Page 2.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Pursuant to an agreement in writing dated the 21st day of July, 1964, Grant Johnston & Company, 485 McGill Street Montreal, Quebec as agents acting on behalf of Vauze Mines Limited, (No Personal Liability), Suite 1606, 4 King Street West, Toronto, Ontario has agreed to purchase 200,000 shares of the capital stock of White Star Copper Mines Limited at 50¢ per share, for a total consideration of \$100,000.00 payable within five days of the effective date of this agreement. The effective date is the date upon which the Canadian Stock Exchange and the Toronto Stock Exchange accept for filing a Statement incorporating the terms of this agreement. In consideration of the above commitment, Grant Johnston & Company, on behalf of Vauze Mines Limited, has been granted an option on an additional 800,000 shares of the capital stock of White Star Copper Mines Limited as follows:</p> <p>200,000 shares at any time or times or from time to time on or before the expiry of 90 days from the effective date of the agreement at the price of 50¢ per share.</p> <p>200,000 shares at any time or times or from time to time on or before the expiry of 180 days from the effective date of the agreement at the price of 60¢ per share.</p> <p>200,000 shares at any time or times or from time to time on or before the expiry of 270 days from the effective date of the agreement at the price of 70¢ per share.</p> <p>200,000 shares at any time or times or from time to time on or before the expiry of 360 days from the effective date of the agreement at the price of 80¢ per share.</p> <p>Vauze Mines Limited has received a no loss guarantee on the above underwriting agreement from North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto, Ontario.</p> <p>The only person holding a greater than 5% interest in North Canadian Enterprises Limited is Mrs. Marjorie Ann Sheridan, 159 Old Yonge Street, Willowdale, Ontario.</p>
Statement of any other material facts and if none, so state.	None. Shares are not in primary distribution.

DATED 27th July, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"George Disler"
"Graham H. Duff"

CORPORATE SEAL
George Disler
Graham H. Duff

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

Vauze Mines Limited (No Personal Liability)
Appendix "A" to Amending Filing Statement

The Company, by an agreement dated the 24th June, 1964, acquired twelve mining claims held under Mining Licences 12542-946 inclusive located in Lamotte Township, Abitibi East County under option from Gerard Paquette of Val d'Or, Quebec and Paul Henderson of Toronto, Ontario.

The terms of the option agreement are as follows:

- (a) The sum of Five Thousand Dollars (\$5,000.00) down with a provision for the payment of a further Twenty Thousand Dollars (\$20,000.00) as follows:
 - (b) The sum of Five Thousand Dollars (\$5,000.00) payable to the optionor on or before 23rd December, 1964;
 - (c) The sum of Five Thousand Dollars (\$5,000.00) payable to the optionor on or before 23rd June, 1965;
 - (d) The sum of Five Thousand Dollars (\$5,000.00) payable to the optionor on or before 23rd December, 1965;
 - (e) The sum of Five Thousand Dollars (\$5,000.00) payable to the optionor on or before 23rd June, 1966.

The above mentioned payments are required to keep the option in good standing. If the Company proposes to exercise the option, it will be required to incorporate, within two months of the final notice of intent, a new Company under the laws of the Province of Ontario or the Province of Quebec, having a capitalization of 3,000,000 shares. It is further required to cause 300,000 shares of the new company, to be allotted to Messrs. Paquette and Henderson, being 150,000 shares each.

No person with the exception of Gerard Paquette, Val d'Or, Quebec and Paul Henderson, Toronto, Ontario, is entitled to or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor.

The Company, by an agreement dated the 14th July, 1964, acquired under option from Miss Eva Rimmer, of the State of Nebraska, one of the United States of America, Parcel 5836 North East Cochrane, being the south half of Lot 9, Concession I in Carnegie Township, Porcupine Mining Division, Ontario for \$6,000.00 U.S. Funds (Six Thousand Dollars). If the Company proposes to exercise the option it will be required to incorporate, within one month after written notice, on or before 26th May, 1966, a new Company in which ten percent (10%) of the authorized capital stock of the new company to be formed will be allotted to the vendor, subject to governing escrow conditions as set out by the regulating body or bodies involved.

No person with the exception of Miss Eva Rimmer, of the State of Nebraska, one of the United States of America, is entitled to or will receive a greater than 5% interest in the shares or other consideration to be received by the vendors.

The Company, by an agreement dated the 14th July, 1964 acquired under option from David Allan Wigley, of Vassar in the State of Michigan, one of the United States of America, Parcel 4419 in the Register for North-east Cochrane, situated in the Township of Carnegie, in the District of Cochrane and Province of Ontario, being the south half of Lot 9, Concession II of the said Township for the following consideration:

- (a) Two Thousand dollars down;
- (b) Two thousand dollars on or before 13th November, 1964;
- (c) Two thousand dollars on or before 13th May, 1965;
- (d) Two thousand dollars on or before 13th May, 1966.

The above payments are required to keep the option in good standing. If the Company proposes to exercise the option, it will be required to deliver, within three months after the said option is exercised, ten percent of the authorized capital of a new company; but subject however to such escrow arrangements and approvals with respect to a part of such shares as might be required by any stock exchange or securities commissions or like regulatory authorities in jurisdictions where the shares of the new company are qualified or pending qualification for public sale.

No person, with the exception of David Allan Wigley, of Vassar in the State of Michigan, one of the United States of America, is entitled to or will receive a greater than 5% interest in the shares or other consideration to be received by the vendors.

FINANCIAL STATEMENTS

VAUZE MINES LIMITED

BALANCE SHEET AS AT JUNE 30, 1964.

CURRENT ASSETS:

Cash	2,025
Short Term Investments	1,650,000
Accounts Receivable	15,925
Prepaid Expenses	63,302
Concentrates Shipped to Smelter (at market)	382,932
Stores and Materials	<u>22,774</u>
	2,136,958

CURRENT LIABILITIES:

Accounts Payable & Accrued Chgs	33,787
Refining & Treatment Chgs payable	72,117
Quebec Mining Tax	<u>2,534</u>

NET CURRENT ASSETS:

	2,028,520
OPTION ON 12 MINING CLAIMS IN LAMOTTE TOWNSHIP, QUEBEC (at cost)	<u>5,000</u>

MINING PROPERTY & RELATED ASSETS -

at cost to predecessor company at 1/2 June 1, 1961 with subsequent additions at cost	140,000
Claims	775,917
Plant & Equipment	<u>1,282,168</u>
Preproduction & development	2,198,168
Less - depreciation & amortization	<u>2,198,168</u>

\$2,003,520

ACCEPTED ON BEHALF OF THE BOARD

SHAREHOLDERS' EQUITY:

Capital:	
Preferred Shares of \$1.00 par value	
Authorized	500,000
Issued & Redeemed	300,000
Common shares of \$1.00 par value	
Authorized	5,000,000
Issued	3,660,008
Less discount on shares	<u>\$3,660,008</u>
	2,424,750

1,235,258

25,537

Capital surplus

Retained Earnings:

Balance, January 1, 1964	\$480,287
Net Profit per statement	<u>66,725</u>
	\$546,725

\$2,033,520

D. S. L.

Director

Director

VAUZE MINES LIMITED

OPERATING STATEMENT FOR JUNE, 1964

CURRENT MONTH	YEAR TO DATE
\$109,902	
4,293	\$507,296
	21,609
114,195	
21,139	528,905
	100,595
93,056	
55,443	428,310
37,613	337,618
6,121	
-	90,692
6,121	29,103
31,492	(4,982)
134	
225	24,121
359	
31,133	66,571
4,024	12,008
35,157	22,608
	34,616
	31,955
	34,483
	66,438

VAUZE MINES LIMITED (No Personal Liability)
STATEMENT OF SOURCE AND APPLICATION OF FUNDS FOR THE
PERIOD OF JANUARY 1, 1964 - JUNE 30, 1964

Source of Funds - From operations after deducting
cost of equipment purchased \$ 66,438.00
during the period

Application of Funds -

To Option on Mining Claims in
Lamotte Township \$ 0.00
Increase in Working Capital \$ 61,438.00

Increase in Working Capital
Reflected in Current Assets and Current
Liabilities

	December 31, 1963	June 30, 1964	Increase or (Decrease) in Working Capital
<u>Current Assets</u>			
Cash	21,119.00	2,025.00	(25,094.00)
Short Term Invest.	1,450,000.00	1,650,000.00	200,000.00
Accounts Receivable	6,999.00	15,925.00	8,926.00
Concentrates	504,761.00	382,932.00	(121,829.00)
Stores and Supplies	20,467.00	22,774.00	2,307.00
Prepaid Expenses	38,212.00	63,302.00	25,090.00
	<u>2,047,558.00</u>	<u>2,136,958.00</u>	

Current Liabilities

Accounts Payable and Accrued Expenses	38,878.00	105,904.00	(67,026.00)
Quebec Mining Tax	<u>41,598.00</u>	<u>2,534.00</u>	<u>39,064.00</u>
	<u>80,476.00</u>	<u>108,438.00</u>	
Working Capital	<u>1,967,082.00</u>	<u>2,028,520.00</u>	

, Increase in Working Capital 61,438.00

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by
W.J. Matthews, M.Sc., P.Eng. Dated July 23rd, 1964, on
mining claims located in Carnegie Township, Province
of Ontario. A complete copy of this report is on
file at the Toronto Stock Exchange.

Summary and Recommendations

The two properties of Vauze Mines Limited are
situated in Carnegie Township, Ontario, approximately
18 miles north of Timmins.

A two stage programme of investigation is recommended.
Because the properties are drift covered, an initial stage
of geophysical surveying to include both magnetic and
electromagnetic methods, is recommended at a cost of
\$5,000.00. The second stage, contingent upon favourable
results from stage one, includes diamond drilling at a
further cost of \$35,000.00.

Location and Access

Vauze Mines Limited owns two non-contiguous
properties situated in Carnegie Township, Porcupine Mining
Division, Ontario. They are located approximately 18 miles
north of Timmins.

The properties are formally described as:

- (1) South half Lot 9, of the First Concession;
- (2) South half Lot 9, of the Second Concession.

The total area is approximately 320 acres.

The two properties, one half mile apart, are
accessible by truck via a winter road along a power line
running north-south, two and one-half miles west of the
properties. A tractor road from the power line road to the
properties would offer no difficulty as there are a number
of sand ridges cutting the Vauze groups.

History

Since 1908 when gold was discovered in the area,
the Porcupine region has been the target of intensive pro-
specting. Although this prospecting was primarily for gold,
the discovery of base metals in the 1920's caused a search
for these metals also. To date the only base metal deposits
of economic size being mined are the Kam-Kotia Mine in Robb
Township and a copper zone within the McIntyre Gold Mine.

Since much of the area is drift covered, recent
prospecting has necessitated both airborne and ground geo-
physical techniques. Recent discoveries in the region have
been a direct outcome of such methods.

In the winter of 1964, Texas Gulf Sulphur discovered
a copper-zinc deposit in Kidd Township, reported to be in
excess of fifty million tons. It is situated approximately
three miles to the south-east of the Vauze properties. More
recently, Windfall Mines have reported a possible economic
deposit in Prosser Township, approximately six miles east of
the Vauze holdings.

Recommendations

Because of the lack of outcrop on the property, investigation must be initiated by geophysical means.

It is therefore recommended that stage 1 constitute an electromagnetic survey carried out in conjunction with a ground magnetometer survey along lines cut at 200 foot intervals, with readings taken every fifty feet.

Stage 2 would include a diamond drilling programme and would be contingent upon favourable results from stage 1.

The cost of such programme is estimated as:


Stage 1


Line-cutting - 13 miles at \$60.00 per mile	\$780.00
Geophysical Surveying -	
Electromagnetic - 13 miles at \$100.00 per mile	\$1300.00
Magnetometer - 13 miles at \$90.00 per mile	\$1170.00
Supervision and Engineering	\$1750.00
Total	<u>\$5000.00</u>

Stage 2

Diamond Drilling (contingent upon geophysical results)	
5,000 feet at \$7.00 per foot	\$35,000.00
Total Cost of Stages 1 and 2	<u><u>\$40,000.00</u></u>

All of which is respectfully submitted,


W. J. Matthews, M.Sc., P.Eng.





C E R T I F I C A T I O N

I, WILFRED JOHNSON MATTHEWS, of the City of Toronto, Province of Ontario, do hereby certify :

1. That I am a Geologist and reside in Toronto, Ontario.
2. That I am a graduate of McMaster University (B.A.) and the Michigan College of Mining and Technology (M.Sc.) and have been practising my profession for 15 years.
3. That I am a Registered Professional Engineer of the Province of Ontario.
4. That I have no direct nor indirect interest in the property of Vauze Mines Limited referred to in the report, nor in the securities of the said Company.
5. That the accompanying report is based upon a personal knowledge of the region and upon government reports and maps of the area which I consider to be reliable.

DATED this 23rd day of July, 1964.


W. J. Matthews, M.Sc., P.Eng.



Note - The following are excerpts from a report by W.J. Matthews, M.Sc., P.Eng. Dated July 23rd. 1964, on mining claims located in Lamotte Township, in the county of Abitibi East. A complete copy of this report is on file at the Toronto Stock Exchange.

SUMMARY AND RECOMMENDATIONS

The property owned by Vauze Mines Limited, is situated in Lamotte Township at a distance of approximately 15 miles north of Malartic and 6000 feet from the recent discovery by Marchant Mining Company.

A two stage exploration program is recommended, an initial geo-physical survey consisting of magnetic and electromagnetic techniques at an approximate cost of \$10,000.00 followed by a drilling program, contingent upon favourable results from stage (1), at an estimated cost of \$35,000.00.

PROPERTY

The property herein under discussion consists of 12 unpatented mining claims numbered as follows:

125942	claim	1, 2, 3 & 4
125943	claim	1 & 2
125944	claim	1 & 2
125945	claim	1 & 2
125946	claim	1 & 2

These twelve claims cover the south half of lots 14 to 25 inclusive. Range VI of Lamotte Township in the County of Abitibi East

LOCATION AND ACCESS

The property is located at a distance of approximately 15 miles due north of the village of Malartic.

The property can be reached by car, using Highway #61 which connects Highway #59 with Amos and which passes within 2000 feet to the east of the property. A gravel road along the meridian line of the Township turns off highway #61 and traverses the twelve claims in an east west direction.

RECOMMENDATIONS

Because of the lack of outcrops, this property must be investigated with geophysical techniques.

It is therefore recommended that a combined ground magnetic and electromagnetic survey be carried out along picket lines spaced at 200' intervals.

A diamond drilling program should be contingent upon the results of the geophysical surveys. The cost of such a program is estimated as follows:

STAGE (1)

Line cutting, magnetometer and electromagnetic surveys at approximately 250 - per line mile	
25 line miles =	7,250.00
Supervision, engineering and interpretation	\$2,750.00
Total	\$10,000.00

STAGE (2)

Diamond drilling (contingent upon geophysical results)	
5000' at \$7.00 per foot .	\$35,000.00
Total estimated cost	\$45,000.00

All of which is respectively submitted.


W. J. Matthews, M.Sc., P. Eng.



C E R T I F I C A T I O N

I, WILFRED JOHNSON MATTHEWS, of the City of Toronto,
Province of Ontario, do hereby certify :

1. That I am a Geologist and reside in Toronto, Ontario.
2. That I am a graduate of McMaster University (B.A.) and the Michigan College of Mining and Technology (M.Sc.) and have been practising my profession for 15 years.
3. That I am a Registered Professional Engineer of the Province of Ontario.
4. That I have no direct nor indirect interest in the property of Vauze Mines Limited referred to in the report, nor in the securities of the said Company.
5. That the accompanying report is based upon a personal knowledge of the region and upon government reports and maps of the area which I consider to be reliable.

DATED this 23rd day of July, 1964.


W. J. Matthews, M.Sc., P. Eng.



TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 243.
FILED, SEPTEMBER 17th, 1964.

VAUZE MINES LIMITED (No Personal Liability)
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1126 dated June 11, 1964,
and Amending Filing Statement No. 206 dated June 12, 1964, and No. 234 dated
July 27, 1964.

<p>Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.</p>	<p>The acquisition by the Company of an option to purchase certain interests in oil and gas leases and producing wells in the Piceance Basin in the State of Colorado, all as more particularly set out in the agreement dated September 15, 1964, between C.D. Weyerhaeuser et al as Sellers and the Company as Buyer, copies of which are on file with the Toronto Stock Exchange. See Schedule A. See Schedule "A" on page 3.</p>
<p>3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.</p>	<p>See Schedule "B" on page 4.</p>
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>By agreement in writing made as of June 1, 1961, between the Company and The Consolidated Zinc Corporation of Canada Limited ("Zinc") as amended by a further agreement in writing made on September 1, 1962, between the same parties, the Company granted to Zinc the sole and exclusive option to purchase all or any part of 160,000 shares in the capital stock of the Company on or before September 30, 1964, at the rate of \$1 per share and all or any part of an additional 300,000 shares in the capital stock of the Company on or before September 30, 1965, at the rate of \$1.50 per share. The said options may be exercised in whole or in part at any time or from time to time prior to the expiration thereof by notice in writing from Zinc to the Company.</p> <p>The rights of Zinc hereinbefore referred to are subject to a letter agreement dated January 17, 1956, between Zinc and Waite Amulet Mines Limited, whereunder Zinc agreed to offer to Waite Amulet Mines Limited 25% of any shares in the capital stock of the Company purchased by Zinc under the aforesaid option agreement.</p> <p>By assignment of agreement dated June 12, 1964, Zinc assigned to North Canadian Enterprises Limited, all its rights in the aforesaid agreement dated June 1, 1961, and as amended on September 1, 1962, subject to the rights of Waite Amulet Mines Limited as set out in the aforesaid letter agreement dated January 17, 1956.</p> <p>By instrument dated July 27, 1964, Waite Amulet Mines Limited released in favour of North Canadian Enterprises Limited any rights with respect to the said letter agreement of January 17, 1956.</p> <p>Neither option has at the date hereof been exercised either in whole or in part.</p>
<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario, being a private Ontario company, in which Mrs. J.P. Sheridan is the only person holding more than a 5% interest.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with the option agreement or possible property acquisition referred to in Item 1 above.</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>Based on warranties contained in the agreement referred to in Item 1 above, the Company anticipates that it will expend approximately \$35,000 to \$50,000 in completing necessary investigations to ascertain the advisability of accepting the option to purchase the various interests referred to in the said agreement. The investigations will include two independent surveys, one of which will be completed by well qualified geological consultants and the other to be completed by the Company's engineering staff.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>The Company has continued to mine its claims in Dufresnoy Township in Quebec. Exploration work has been carried out on its claims in Duprat Township, Quebec, and its claims in Rainboth Township, Quebec, which have been leased from Baska Uranium Mines Limited. The Company has also continued systematic valuation, including geophysical surveys and diamond drilling of its properties in the Timmins area, Ontario, and the Malartic and Bachelor Lake areas in Quebec.</p>

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.

Names and Addresses of Vendors

Occupations

C.D. Weyerhaeuser,
309 Tacoma Building,
Tacoma 1, Washington.

Chairman of the Board, Arcata Lumber Company; Director, Weyerhaeuser Co. Inc.

George H. Weyerhaeuser,
309 Tacoma Building,
Tacoma 1, Washington.

Executive Vice-President, Wood Products Division, Weyerhaeuser Co. Inc.; Director, The Boeing (Aircraft) Company; Director, Puget Sound National Bank

John Philip Weyerhaeuser III,
14 Country Club Drive,
Tacoma 98, Washington.

See Schedule "B"

Nicholas S. McGowin,
Merchants Bank Building,
Thorton and McGowin,
Mobile, Alabama.

Partner, Thorton and McGowin; Attorney

Henry I. Barclay,
Chapman, Alabama.

Banker

N. Floyd McGowin,
Chapman, Alabama.

Director, W.T. Smith Lumber Co. Inc.

J. Greeley McGowin II,
Chapman, Alabama.

Rhodes Scholar; presently Vice-President and Director, W.T. Smith Lumber Co. Inc.

John J. Pascoe,
609 Tacoma Building,
Tacoma 1, Washington.

President, Kelbar Inc.; Director, Boise Cascade Corp.

H.W. Jamieson,
16024 Ventura Boulevard,
Encino, California.

See Schedule "B"

Fred W. Poole,
1700 Broadway,
Denver, Colorado.

Independent Oil Developer; President Western Frontier Drilling Co. Inc.

A. Dewitt Smith,
15 North Main Street,
Wilkes-Barre, Pennsylvania.

See Schedule "B"

Harrison H. Smith,
15 North Main Street,
Wilkes-Barre, Pennsylvania.

Executive, Wilkes-Barre Publishing Co.

Paul Kossman,
875 Greentree Road,
Parkway Centre,
Pittsburg, Pennsylvania.

Real Estate Broker

Jene P. Harper,
1507 Denver Club Building,
Denver, Colorado.

Chairman of the Board, Franklin Supply Co. Inc.; President and Director, Franklin Pipe and Supply Ltd.; Director, Petroleum Equipment Suppliers Association; Director, Colorado National Bank of Denver.

The consideration to be paid for the property is set out in Schedule "A". To the best of the knowledge of the Company, none of the vendors has any interest directly or indirectly as a shareholder or otherwise in the Company, with the possible exception of Messrs. H.W. Jamieson, A.D. Smith and J.P. Weyerhaeuser but only to the extent that they might be considered to now have an interest as a result of their being appointed directors of the Company on September 15, 1964.

12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.

See Item 11.

VAUZE MINES LIMITED

Amending Filing Statement

Schedule "A"

In order to effect the purchase of the interests contained in the said agreement, the Company must exercise the option within 90 days from the date of the agreement. Prior to closing the purchase of the various interests, the Company is obliged to increase its authorized capital to ten million (10,000,000) shares with a par value of one dollar (\$1) each, its board of directors is to be increased to fourteen (14) and the name of the Company is to be changed to "Canadian Colorado Gas Company Limited" (No Personal Liability) or some other suitable descriptive name.

The interests set out in the said agreement cover an area of approximately 270,000 acres. The purchase price for such interests is the sum of \$4,000,000 (Canadian funds) and which said sum is to be satisfied by delivery to the Sellers or vendors of a total of \$4,000,000 principal amount in debentures of the Company, which said debentures will include provisions with respect to the following:

- (a) first mortgage charge on the subject interests;
- (b) Company's liability is to be limited only to the extent of the realizable value of the interests in the properties;
- (c) interest at 4% per annum;
- (d) twelve-year term;
- (e) conversion rights, but only after the expiration of two years from the date of issuance on the basis of 1,000 common shares of the par value of \$1 each in the capital of the Company for each \$1,000 of debenture debt converted;
- (f) redemption at 105% and decreasing after two years at the rate of one-half of 1% per year;
- (g) sinking fund providing for prorata redemption, commencing six years from the date of issuance.

The Sellers or vendors have warranted that existing producing wells generate an annual net income of at least \$125,000 to be increased to a net income in excess of \$175,000 within a one-year period thereby ensuring that the Company will have sufficient income to meet the debenture interest obligation. Additional warranties provide for the drilling of future gas wells, the sale of gas to Garfield Gas Gathering Company, which latter company has received requisite Federal Power Commission approval.

VAUZE MINES LIMITED

Amending Filing Statement

Schedule "B"

<u>Office</u>	<u>Name and Address</u>	<u>Occupation</u>
Director and President	J. Patrick Sheridan, P.Eng. Suite 1606, 4 King Street West, Toronto 1, Ontario.	Partner of Barclay & Crawford; Mining Geophysicist
Director and Secretary	Graham H. Duff, Suite 1606, 4 King Street West, Toronto 1, Ontario.	Presently General Manager of Sheridan Geophysics Limited; formerly President of Scope Exploration Limited and formerly employed by Sulmac Exploration Limited
Director and Managing-Director	George Disler, P.Eng. Ph.D. Suite 1606, 4 King Street West, Toronto 1, Ontario.	Presently Chief Geologist of Sheridan Geophysics Limited; formerly consulting geologist of C.C. Huston & Associates
Director	Craig Stewart Esplen, 199 Rathburn Road, Islington, Ontario.	President of Skyline Pontiac Buick Limited and Vice-President of Jiffy Foods Limited
Director	Douglas Campbell Woolley, 372 Bay Street, Toronto 1, Ontario.	Partner of Cobban, Woolley and Dale; Barrister
Director	H.W. Jamieson, 16024 Ventura Boulevard, Encino, California.	President, Jamieson Industries Company; Director, Microwave Electronics Corp.; Director, Datamak Corp.; an original founder of Litton Industries, Inc. and until recently, a Vice-President and Director
Director	A. Dewitt Smith, 15 North Main Street, Wilkes-Barre, Pennsylvania	Vice-President, Wilkes-Barre Publishing Company
Director	John Philip Weyerhaeuser III, 14 Country Club Drive, Tacoma 98, Washington, U.S.A.	Manager, Marketing Research & Merchandising Division of Weyerhaeuser Co. Wood Products; Director, First Bank Stock Corp.; Director, Wood Conversion Co.; Director, Northwest Paper Co.; Director, Rock Island Lumber Co.; Director, Rock Island Millwork Co.

At a meeting of the directors of the Company held on September 15, 1964, the resignations of Mr. W.H. Glover, Dr. Peter Price and Dr. Carlton Street were submitted to and accepted by the board. Messrs. H.W. Jamieson, A.D. Smith and J.P. Weyerhaeuser III were appointed directors to fill the vacancies in the board.

FINANCIAL STATEMENTS

VAUZE MINES LIMITED

(No Personal Liability)

(Incorporated Under the Quebec Mining Companies' Act)

BALANCE SHEET AS AT AUGUST 31, 1964

ASSETS		LIABILITIES AND SHAREHOLDERS' EQUITY	
CURRENT ASSETS		CURRENT LIABILITIES	
Cash	\$ 61,455	Accounts payable and accrued charges	\$ 105,200
Short term investments - at cost	1,637,500	Quebec mining tax	2,534
Accounts receivable	27,059		
Concentrates shipped to smelter -			
at estimated realizable value	414,577		
Stores and supplies - at cost	18,067		
Prepaid expenses and deposits	34,079		
	<u>\$2,192,737</u>		
OPTION ON 12 MINING CLAIMS IN			
LAMOTTE TOWNSHIP, QUEBEC (at cost)	5,000		
MINING PROPERTY AND RELATED ASSETS			
(Note 1)			
Claims	155,695		
Plant and equipment	775,917		
Preproduction and development	<u>1,282,251</u>		
	2,213,863		
Less -			
Depreciation and amortization	<u>2,198,168</u>		
	15,695		
		Capital surplus	
		Retained earnings	
		Balance January 1, 1964	\$480,287
		Add profit for the eight	
		months to August 31,	
		1964	
		<u>138,616</u>	<u>618,903</u>
			<u>2,105,698</u>
			<u>\$2,213,432</u>

Approved on behalf of the Board:

Director.

Director.

VAUZE MINES LIMITED
(No Personal Liability)

NOTES TO FINANCIAL STATEMENTS

1. FIXED ASSETS AND PREPRODUCTION EXPENDITURE

Plant and equipment, mining properties and preproduction and development expenditure acquired from a predecessor company were recorded in the accounts at the cost to the predecessor company. This amount exceeded the value assigned by the directors of Vauze Mines Limited to the capital stock issued as consideration for their purchase by \$251,537, which was recorded in the accounts as a capital surplus. Subsequent asset additions were recorded at cost.

2. SHAREHOLDERS' EQUITY

By agreement dated June 1, 1961 and subsequent agreement dated June 12, 1964, the company granted options to North Canadian Enterprises Limited to purchase 160,000 shares of the capital stock of the company at \$1.00 per share on or before September 30, 1964, and an additional 300,000 shares at \$1.50 per share on or before September 30, 1965. So long as these options remain effective, the company has agreed inter alia:

- (a) Not to sell or dispose of any treasury shares except to North Canadian Enterprises Limited, and
- (b) Not to increase its authorized capital without the consent of North Canadian Enterprises Limited, and
- (c) Not to declare or pay any dividends or make any distribution of assets among its shareholders without the consent of North Canadian Enterprises Limited.

3. CORPORATION INCOME TAXES

Because of the statutory three year tax exemption, there is no liability for income taxes except Quebec mining taxes.

4. SHORT TERM INVESTMENTS

Market value of short term investments at August 31st, 1964, was \$1,634,875.00.

VAUZE MINES LIMITED
(No Personal Liability)
STATEMENT OF INCOME

For the eight Months Ended August 31, 1964

	3 Months to March 31/64	3 Months to June 30/64	2 Months to August 31/64	8 Months to August 31/64
REVENUE FROM METAL PRODUCTION				
Copper	\$ 185,924	\$ 321,372	\$ 202,838	\$ 710,134
Gold, Silver	10,533	11,076	9,835	31,444
	<u>\$ 196,457</u>	<u>\$ 332,448</u>	<u>\$ 212,673</u>	<u>\$ 741,578</u>
LESS				
Smelter and Marketing charges	36,972	63,623	36,313	136,908
	<u>\$ 159,485</u>	<u>\$ 268,825</u>	<u>\$ 176,360</u>	<u>\$ 604,670</u>
COSTS				
Mine operating costs	\$ 175,850	\$ 161,768	\$ 98,676	\$ 436,294
Administrative & general expense	11,554	12,567	11,060	35,181
Exploration Expenditures-VAUZE PROP.	11,531	477	1,996	14,004
DUPRAT CLAIMS	1,142	12,701	10,013	23,856
	<u>\$ 200,077</u>	<u>\$ 187,513</u>	<u>\$ 121,745</u>	<u>\$ 509,335</u>
	(\$ 40,592)	\$ 81,312	\$ 54,615	\$ 95,335
INVESTMENT INCOME	17,854	16,629	8,798	43,281
NET PROFIT (LOSS) FOR THE PERIOD	<u>(\$ 22,738)</u>	<u>\$ 97,941</u>	<u>\$ 63,413</u>	<u>\$ 138,616</u>

VAUZE MINES LIMITED

(No Personal Liability)

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE EIGHT MONTHS ENDED AUGUST 31, 1964

SOURCE OF FUNDS

Net profit for the period	\$138,616
Add depreciation and amortization charges not requiring a cash outlay	<u>115</u>
	138,731

APPLICATION OF FUNDS

Mining claims purchased	\$ 15,695	
Plant and equipment purchased	115	
Payment on option re 12 mining claims in Lamotte Township, Quebec	<u>5,000</u>	20,810

INCREASE IN WORKING CAPITAL

\$117,921

WORKING CAPITAL POSITION

	August 31, 1964	January 1, 1964	Increase or (Decrease)
Current assets			
Cash	\$ 61,455	\$ 27,119	
Short term investments	1,637,500	1,450,000	
Accounts receivable	27,059	6,999	
Concentrates shipped to smelter	414,578	504,761	
Stores and materials	18,067	20,467	
Prepaid expenses and deposits	34,079	38,212	
Total current assets	<u>2,192,737</u>	<u>2,047,558</u>	\$145,179
Current liabilities			
Accounts payable and accrued charges	105,200	38,878	
Quebec mining tax	2,534	41,598	
Total current liabilities	<u>107,734</u>	<u>80,476</u>	27,258
Working Capital Position	<u>\$2,085,003</u>	<u>\$1,967,082</u>	<u>\$117,921</u>

VAUZE MINES LIMITED

Amending Filing Statement

Schedule "C"

Investments in the shares or other securities of other companies presently included in the assets of the Company, are as follows:

<u>Type and Amount of Security</u>	<u>Name of Company</u>	<u>Cost</u>	<u>Market</u>
5% Guaranteed Investment Certificate	Guaranty Trust Company of Canada	\$1,000,000	\$1,000,000
4½% Short Term Note	Atlantic Acceptance Corporation Limited	\$400,000	\$400,000
5% Call Note	The Toronto-Dominion Bank	\$100,000	\$100,000
3-5/8% Deposit Receipt	The Toronto-Dominion Bank	\$100,000	\$100,000
45,500 Common Shares*	White Star Copper Mines Limited	\$22,750	\$18,655
(* North Canadian Enterprises Limited has guaranteed the Company against any loss that may occur as a result of the Company obtaining less than its cost of the above mentioned shares)			
15,000 Common Shares	White Star Copper Mines Limited	\$7,787.50	\$6,150.00
1,500 Common Shares	Belleterre Quebec Mines Limited	\$626.25	\$615.00

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Name	Number of Shares
	Sheridan Geophysics Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	1,000,000
	White Star Copper Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	789,800
	North Canadian Enterprises Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	396,142
	Belleterre (Quebec) Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	110,825
	Kidd Copper Mines Limited, Suite 1606, 4 King Street West, Toronto 1, Ontario.	100,000
	The Company advises that the above companies do not have shares registered in their names in the amounts above set out but in fact are the beneficial owners to the extent indicated.	
	It is further advised that the above companies are all controlled by Messrs. J.P. Sheridan and G.H. Duff.	
	Pursuant to Mr. Graham H. Duff's offer to purchase shares in the capital stock of the Company, a total of 131,167 shares in the capital stock of the Company were acquired. In addition, Messrs. Sheridan and Duff acquired directly or indirectly from Waite Amulet Mines Limited a total of 522,000 shares and from Dominion and Anglo Investment Corporation Limited, a total of 20,000 shares. As a result the total number of shares held directly or indirectly by the companies controlled by Messrs. Sheridan and Duff, or their families, total 2,503,767.	
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Sheridan Geophysics Limited together with North Canadian Enterprises Limited control White Star Copper Mines Limited and accordingly, through their shareholdings in the Company and White Star Copper Mines Limited are in a position to materially affect control of the Company.	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See Schedule "C" on page 9.	
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	(a) This amending statement is filed pursuant to the Rules and Regulations of the Toronto Stock Exchange in respect of the matters referred to in Item 1, above, which the Company understands to be classed as a "material change in the business or affairs" of the Company.	
	(b) No shares of the Company are presently in the course of primary distribution to the public.	
	(c) The Company understands that acceptance of the within statement for filing by the Exchange shall be subject to the Company filing a satisfactory evaluation report and a further filing statement prior to the Company proceeding to close the purchase of the vendors' interests referred to in Item 1 and provided the Company decides to exercise the option to purchase such interests.	
	(d) There are no other relevant material facts,	

DATED September 15, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"G. Disler"

Director

CORPORATE
SEAL

"G.H. Duff"

Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)